Martin Ronald D Form 4 November 13, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Martin Ronald D

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

(Last)

(City)

1. Title of

Security

(Instr. 3)

C/O INFINERA

(First) (Middle) INFINERA CORP [INFN] 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

11/13/2012

(Month/Day/Year)

Senior VP, Worldwide Sales

(Check all applicable)

CORPORATION, 140 CASPIAN **COURT**

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

14,971 D

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securitie	ve es d (A) osed of	Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>						(2)	(2)	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 6.97						(3)	08/03/2019	Common Stock	580	
Employee Stock Option (Right to Buy)	\$ 6.97						(3)	08/03/2019	Common Stock	36,920	
Restricted Stock Units	<u>(1)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	16,666	
Employee Stock Option (Right to Buy)	\$ 8.19						<u>(5)</u>	11/23/2016	Common Stock	3,144	
Employee Stock Option (Right to Buy)	\$ 8.19						<u>(5)</u>	11/23/2016	Common Stock	11,441	
Employee Stock Option (Right to Buy)	\$ 8.58						<u>(6)</u>	02/10/2021	Common Stock	7,607	
Employee Stock Option (Right to Buy)	\$ 8.58						<u>(6)</u>	02/10/2021	Common Stock	41,393	

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Employee Stock Option (Right to Buy)	\$ 8.58					(3)	02/10/2021	Common Stock	12,250
Restricted Stock Units	<u>(1)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	56,000
Employee Stock Option (Right to Buy)	\$ 8.58	11/13/2012	,	A	36,750	(8)	02/10/2021	Common Stock	36,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Martin Ronald D C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089

Senior VP, Worldwide Sales

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney

11/13/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (2) The RSUs vest in three annual installments beginning on August 5, 2011.
- (3) The option is fully vested.
- (4) The RSUs vest in three annual installments beginning on February 5, 2012.
- (5) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (7) The RSUs vest in three annual installments beginning on February 5, 2013.
- (8) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the second half of fiscal year 2012 resulting in the vesting of 75% of the total shares underlying the option. The option is fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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